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9 Proposed Attorneys for Chapter 11 Debtor
10 and Debtor in Possession

11
12 **UNITED STATES BANKRUPTCY COURT**
13
14 **NORTHERN DISTRICT OF CALIFORNIA**
15
16 **SAN FRANCISCO DIVISION**

17 In re:) Case No.: 15-31480
18)
19 MAGNOLIA BREWING COMPANY, LLC,) Chapter 11 Case
20)
21 also doing business as McLean Breweries,) **DEBTOR'S EX PARTE MOTION FOR**
22) **AN ORDER EXTENDING TIME FOR**
23 Debtor and Debtor in Possession) **DEBTOR TO FILE SCHEDULES OF**
24) **ASSETS AND LIABILITIES AND**
25) **STATEMENT OF FINANCIAL**
26) **AFFAIRS AND OTHER REQUIRED**
27) **DOCUMENTS**
28)
[Entry of Order Requested Without a
Hearing]

1 **TO THE HONORABLE DENNIS MONTALI, UNITED STATES BANKRUPTCY**
2 **JUDGE:**

3 Pursuant to Rule 1007(c) of the Federal Rules of Bankruptcy Procedure, Magnolia
4 Brewing Company, LLC (also doing business as McLean Breweries) (the “Debtor”), the chapter
5 11 debtor and debtor in possession in the above-captioned bankruptcy case, hereby submits this
6 *ex parte* motion (the “Motion”) for the entry of an order extending the time within which the
7 Debtor must file its Schedules of Assets and Liabilities (the “Schedules”), Statement of Financial
8 Affairs (the “SOFA”), and any other documents required to be filed in conjunction with the
9 Schedules and SOFA (collectively with the Schedules and SOFA, the “Required Documents”).
10 The Required Documents are currently due on December 14, 2015. By this Motion, the Debtor
11 respectfully requests a one-week extension up to and including December 21, 2015, to file the
12 Required Documents, without prejudice to seeking a further extension should circumstances arise
13 which would necessitate a further extension. The Debtor has requested the entry of an order on
14 an *ex parte* basis because the Debtor believes there is good cause to grant the Motion, an
15 extension will not prejudice any party, and the relief being requested by the Debtor is not
16 controversial and should not be opposed, given the very brief extension of time being requested.

17 Dated: December 7, 2015

MAGNOLIA BREWING COMPANY, LLC

18 By: /s/ John-Patrick M. Fritz

19 RON BENDER

20 JOHN-PATRICK M. FRITZ

LEVENE, NEALE, BENDER, YOO

& BRILL L.L.P.

21 Proposed Attorneys for Chapter 11 Debtor
22 and Debtor in Possession
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1 **MEMORANDUM OF POINTS AND AUTHORITIES**

2 **I. STATEMENT OF FACTS**

3 **A. Background**

4 The Debtor filed a voluntary petition under Chapter 11 of 11 U.S.C. §§ 101 *et seq.* (the
5 “Bankruptcy Code”) on November 30, 2015 (the “Petition Date”). The Debtor continues to
6 operate its business, manage its financial affairs and administer its bankruptcy estate as a debtor-
7 in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

8 **B. The Necessity of Additional Time To File The Required Documents.**

9 Since the Debtor filed for bankruptcy, the Debtor has diligently worked toward
10 complying with its various bankruptcy-related needs and obligations, including obtaining Court
11 authorization to pay pre-petition priority wage claims and use cash collateral to continue to
12 maintain and operate its business as a going concern. The Debtor also met with the United
13 States Trustee on December 4, 2015, for the formation of the official committee of unsecured
14 creditors.

15 The Debtor is working toward compiling and preparing all of the information that the
16 Debtor is required to compile and prepare and submit to the United States Trustee as a part of the
17 Debtor’s administrative compliance obligations (items such as the “Initial Debtor Interview”
18 checklist, real property questionnaires, information regarding the Debtor’s insurance policies,
19 employee benefits, and the like). The Debtor may request from the United States Trustee an
20 extension of time to provide these administrative compliance materials, depending on whether
21 the need arises, but the Debtor is working toward providing the administrative compliance
22 materials to the United States Trustee as soon as possible.

23 The Debtor has started preparing its Required Documents – for example, the Debtor has
24 prepared drafts of its Schedules relating to secured and unsecured creditors. However, given the
25 numerous other above-referenced undertakings that have occupied the Debtor’s time, the matters
26 that will occupy the Debtor’s time during the next week, along with the Debtor’s normal day-to-
27 day operations as affected by the Debtor’s transition into Chapter 11, the Debtor requires a short
28 extension of time to finalize its Required Documents. The Debtor submits that the requested

1 extension will not prejudice any parties because the Required Documents will be filed in advance
2 of the Debtor's 341(a) meeting of creditors, which the Debtor understands is scheduled for
3 January 5, 2016. Requiring the Debtor to file the Required Documents now will likely lead to
4 the incurring of additional administrative costs in later having to amend the Required Documents.
5 The Debtor respectfully submits that under these circumstances, cause exists to afford the
6 Debtor a short one-week extension of time, up to and including December 21, 2015, to prepare
7 and file the Required Documents. A proposed form of order has been lodged concurrently with
8 the filing of this Motion and is attached as Exhibit "1" hereto.

9 **II. CAUSE EXISTS TO GRANT AN EXTENSION OF TIME TO FILE THE**
10 **REQUIRED DOCUMENTS**

11 Section 521 of the Bankruptcy Code requires the debtor to "file a list of creditors, and
12 unless the court orders otherwise, a schedule of assets and liabilities, a schedule of current
13 income and current expenditures, and a statement of the debtor's financial affairs[.]" 11 U.S.C. §
14 521(a). Pursuant to Federal Rule of Bankruptcy Procedure ("F.R.B.P.") 1007(c), if no extension
15 of time has been granted, the debtor must file its Schedules, SOFA and other Required
16 Documents within fourteen (14) days from the date of the filing of its bankruptcy petition.
17 However F.R.B.P. 1007(c) also provides that an extension of time for the filing of the Schedules,
18 SOFA and other Required Documents may be granted "on motion for cause shown and on notice
19 to the United States Trustee[.]"

20 Since the petition was filed, the Debtor has been working diligently in addressing Chapter
21 11 transition issues, filing emergency motions and obtaining interim approval of those motions,
22 and confronting and responding to various demands related to the daily management of the
23 Debtor's financial affairs as a debtor in possession, including its administrative compliance
24 obligations. The Debtor's CFO, John Appel, has almost single-handedly taken responsibility for
25 preparing the Required Documents, assembling other financial and related information necessary
26 to prepare filings with the Court, and complying with the requirements of the United States
27 Trustee, all while continuing to fulfill his day-to-day work obligations as the Debtor transitions
28 into Chapter 11. The Debtor and Mr. Appel are working diligently to compile the information

1 and documentation necessary for the filing of the numerous items discussed above. A short
2 extension of time will ensure that the Required Documents are accurately and thoroughly
3 prepared.

4 If the Debtor is forced to file the Required Documents by December 14, 2015, it is likely
5 that the Debtor will have to later supplement, revise and make amendments to the Required
6 Documents, because the Debtor and its bankruptcy counsel will not have the necessary time to
7 review all of the Required Documents to ensure that the Required Documents are thoroughly
8 accurate, detailed, and complete. Thus, the Debtor respectfully submits that its requested
9 extension of time to file the Required Documents is reasonable and appropriate and should be
10 approved by the Bankruptcy Court. The Debtor does not believe that any of its creditors will be
11 prejudiced by the extension of time requested herein. To the contrary, creditors will be benefited
12 by a more efficient administration of this case in the long-run. Based on the foregoing, the
13 Debtor respectfully submits that cause exists for granting the Debtor its requested extension of
14 time to file the Required Documents.

15 **III. CONCLUSION**

16 Wherefore, the Debtor requests that the Court enter an order extending the deadline by
17 which the Debtor must file its Required Documents, from December 14, 2015 to December 21,
18 2015.

19 Dated: December 7, 2015

MAGNOLIA BREWING COMPANY, LLC

20 By: /s/ John-Patrick M. Fritz

21 RON BENDER

22 JOHN-PATRICK M. FRITZ

23 LEVENE, NEALE, BENDER, YOO

& BRILL L.L.P.

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EXHIBIT “1”

1 The Court, having read and considered the *Debtor's Ex Parte Motion For An Order*
2 *Extending Time For Debtor To File Schedules Of Assets And Liabilities And Statement Of*
3 *Financial Affairs, And Other Required Documents* filed by Magnolia Brewing Company, LLC
4 (also doing business as McLean Breweries) (the "Debtor"), the chapter 11 debtor and debtor in
5 possession in the above-captioned bankruptcy case, pursuant to Rule 1007(c) of the Federal
6 Rules of Bankruptcy Procedure, with good cause appearing, hereby orders as follows:

- 7 1. The Motion is granted.
- 8 2. The deadline within which the Debtor must filed its Schedules of Assets and
9 Liabilities, Statement of Financial Affairs, and any other documents required to be filed in
10 conjunction therewith, shall be extended to, through and including, December 21, 2015.

11 *** End of Order ***

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

10250 Constellation Blvd., Suite 1700, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled (*specify*): **DEBTOR'S EX PARTE MOTION FOR AN ORDER EXTENDING TIME FOR DEBTOR TO FILE SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS AND OTHER REQUIRED DOCUMENTS** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On December 7, 2015, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued
on attached page

2. SERVED BY UNITED STATES MAIL:

On December 7, 2015, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued
on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL

(state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on December 7, 2015, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Via Overnight Mail to:
The Honorable Dennis Montali
United States Bankruptcy Court – San Francisco Division
235 Pine Street, 19th Floor
San Francisco, CA 94104

☐ Service information continued
on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

December 7, 2015	Jason Klassi	/s/ Jason Klassi
<i>Date</i>	<i>Printed Name</i>	<i>Signature</i>

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15-31480 Notice will be electronically mailed to:

Ron Bender on behalf of Debtor Magnolia Brewing Company, LLC
rb@lnbyb.com

David J. Cook on behalf of Creditor Birite Restaurant Supply, Inc.
cook@squeezebloodfromturnip.com

John-Patrick M. Fritz on behalf of Debtor Magnolia Brewing Company, LLC
JPF@LNBYB.com

Lynette C. Kelly on behalf of U.S. Trustee Office of the U.S. Trustee / SF
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